

Exhibit D

31-7528 1467

CHARTER

WATCH TOWER BIBLE AND TRACT SOCIETY OF PENNSYLVANIA

[Formerly Watch Tower Bible and Tract Society,
formerly Zion's Watch Tower Tract Society]

Zion's Watch Tower)
Tract Society-)
Charter of-) Be it Known, that the subscribers,
having associated themselves together
for the purpose of the dissemination of Bible Truths in various
languages, and being desirous of becoming incorporated agree-
ably to the provisions of the Act of the General Assembly of
the Commonwealth of Pennsylvania, entitled "An Act to provide
for the Incorporation and Regulation of Certain Corporations",
approved the Twenty-ninth day of April, Anno Domini, one thous-
and and eight hundred and seventy-four, and its supplements, do
hereby declare, set forth and certify that the following are
the purposes, objects, articles and conditions of their said
association for and upon which they desire to be incorporated:

I. The name of the Corporation shall be Zion's
Watch Tower Tract Society.

II. The purpose for which the Corporation is formed
is, the dissemination of Bible Truths in various languages by
means of the publication of tracts, pamphlets, papers and
other religious documents, and by the use of all other lawful

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means which its board of directors, duly constituted, shall deem expedient for the furtherance of the purpose stated.

III. The place where the business of the said corporation is to be transacted is the City of Allegheny, in the County of Allegheny, and State of Pennsylvania.

IV. The corporation is to exist perpetually.

V. The names and residences of the subscribers are as follows:

Charles T. Russell	Allegheny City, Pennsylvania
William I. Mann	Benwood, West Virginia
Maria F. Russell	Allegheny City, Pennsylvania
Wm. G. McMillan	Latrobe, Pennsylvania
Simon O. Blunden	New York City, New York
J. B. Adamson	Allegheny City, Pennsylvania
Joseph F. Smith	Pittsburgh, Pennsylvania

The corporation has no capial stock. Each donation of Ten Dollars to the funds of said Corporation shall entitle the contributor, or his assigns, to one non-forfeitable, non-assessable, and non-dividend bearing share, and to one vote for every such share in said Corporation. Certificates of membership, so acquired shall be issued by the Secretary, countersigned by the President, to the persons entitled thereto.

VI. The Corporation is to be managed by a Board of Directors consisting of seven members, and the names and resi-

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dences of those already chosen Directors are as follows:

President	Charles T. Russell, Allegheny City, Penna.
Vice Pres.	William I. Mann, Benwood, W. Va.
Sec. & Treas.	Maria F. Russell, Allegheny City, Penna.
	Wm. C. McMillan, Latrobe, Penna.
	Simon O. Blunden, New York City, N. Y.
	J. B. Adamson, Allegheny City, Penna.
	Joseph F. Smith, Pittsburgh, Penna.

VII. The said Corporation by its Board of Directors, a majority of whom shall constitute a quorum for the transaction of business, shall have full power and authority to make and enact by-laws, rules, and ordinances, which shall be deemed and taken to be the law of said Corporation, and do any and everything useful for the good government and support of the affairs of the said Corporation; provided that the said by-laws, rules and ordinances, or any of them, shall not be repugnant to this charter, to the constitution and laws of the Commonwealth of Pennsylvania, and the Constitution of the United States.

VIII. The said Corporation shall have as officers a President, who shall preside at the meetings of the Board of Directors, a Vice President, who shall preside in the absence of the President, and a Secretary, who shall also be Treasurer; and these officers shall be chosen from among the members of the Board of Directors annually on the first Saturday of each year, by an election by ballot to be held at the principal office of the Corporation in Allegheny City, Pennsylvania. The

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members of the Board of Directors shall hold their respective offices for life, unless removed by a two-thirds vote of the share holders, and vacancies in the Board occasioned by death, resignation or removal shall be filled by vote of a majority of the remaining members of the Board, who shall meet for that purpose within twenty days from the time when such vacancy, or vacancies, shall occur, and in the event of a failure to fill such vacancy, or vacancies, in the manner aforesaid, within thirty days from the time when such vacancy, or vacancies, shall occur, then the said vacancy, or vacancies, shall be filled by the appointment of the President, and the person, or persons, so appointed shall hold his, or their, office, or offices, until the next annual election of officers of the corporation, when such vacancy, or vacancies, shall be filled by election, in the same manner as the President, Vice President, and Secretary and Treasurer are elected. The persons entitled to vote at annual elections of the Corporation, shall be those who hold certificates of membership acquired in the manner aforesaid.

IX. The said Corporation, under the name, style, and title aforesaid, shall have full power and authority to make, have and use a common seal, with such device and inscription as they may deem proper, and the same to alter and renew at their pleasure; and by the name, style and title aforesaid, shall be able in law and equity to sue and be sued, plead and be impleaded in any Court or Courts, before any Judge or Justice of the Peace, in all manner of suits and complaints, pleas, causes,

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matters, and demands whatsoever, and all and every matter or thing therein to do in as full and ample a manner, and as effectually, as any other person, or persons, bodies politic or corporate within the Commonwealth of Pennsylvania, may or can do.

X. The said Corporation, by the name, style, and title aforesaid, shall have the right, power, and authority to take, receive and hold in fee simple, or any less estate, all such messuages, lots, lands, buildings, tenements, rents, annuities, franchises and hereditaments as may be necessary and proper for its purposes; and to sell, lease, mortgage, or otherwise dispose of the same or any part thereof; and it shall have the same right, power, and authority to take, receive and hold, and to sell, lease or dispose of any and all kinds of personal property and money.

Witness our hands and seals this 12th day of November, A.D. 1884.

Charles T. Russell	[Seal]
Wm. I. Mann	[Seal]
Maria F. Russell	[Seal]
Wm. C. MacMillan	[Seal]
Simon O. Blunden	[Seal]
J. B. Adamson	[Seal]
Jos. F. Smith	[Seal]

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Commonwealth of Pennsylvania)
County of Allegheny) SS.

Before me, the subscriber, Recorder of Deeds of the County of Allegheny, personally appeared Charles T. Russell, Maria F. Russell and Jos. F. Smith, three of the subscribers to the above and foregoing certificate of incorporation of the Zion's Watch Tower Tract Society, and in due form of law acknowledged the same to be their act and deed.

Witness my hand and official seal this 12th day of November, A.D. 1884.

Wm. H. Graham [Official Seal]

Recorder

In the Court of Common Pleas No. 1 of Allegheny
County, No. September Term, 1884.

And now this 13th day of December 1884, the within Charter and Certificate of Incorporation having been presented to me, a Law Judge of said County, accompanied by due proof of publication of the notice of this application as required by the Act of Assembly and rule of this Court in such case made and provided, I certify that I have examined and perused the said writing and have found the same to be in proper form and within the purposes named in the first class specified in Section second of the Act of General Assembly of the Commonwealth of Pennsylvania, entitled "An Act to provide for the Incorporation and Regulation of Certain Corporations" approved April 29th, 1874, and the supplements thereto, and the same appearing to be lawful and not injurious to the Community, I do hereby on motion of Weir and Garrison, Attorneys for the within named subscribers and their associates, order and direct that

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the said Zion's Watch Tower Tract Society aforesaid be and the same is hereby approved, and that upon the recording of the same and of this order the subscribers thereto and their associates shall be a Corporation by the name of the Zion's Watch Tower Tract Society for the purposes and upon the terms therein stated.

F. H. Collier

Associate Judge, &c.

Common Pleas No. 1,

Allegheny Co., Penna.

From the Record

J. O. Brown

Pro.

[Court Seal]

Recorded Dec. 15th 1884.

State of Penna.)
Allegheny Co.) SS.

Recorded in the Office for recording Deeds, &c., in
& for said County, in Charter Book, Vol. 9, page 250.

Given under my hand and seal this 15th day of Dec. 1884.

[Official Seal]

Wm. H. Graham

Recorder

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[AMENDMENT OF 1896]

In re petition for change of name)
of Zion's Watch Tower Tract Society)
to) No. September Term, 1896.
Watch Tower Bible and Tract Society)

To the Honorable the Judges of the Court of Common
Pleas No. One of Allegheny County:

The petition of Zion's Watch Tower Tract Society, re-
spectfully represents:

That it is an Association incorporated under the laws
of the Commonwealth of Pennsylvania, by the Court of Common Pleas
No. One(1) of said County, on the 13th day of December, 1884,
for the purpose specified in Section Two(2) of its charter which
reads as follows:

"II. The purpose for which the Corporation is formed
is, the dissemination of Bible Truths in various languages by
means of the publication of tracts, pamphlets, papers, and other
religious documents and by the use of all other lawful means
which its Board of Directors, duly constituted, shall deem ex-
pedient for the furtherance of the purpose stated."

That said purpose is embraced within the Corporations
of the first class, specified in Section Second, of an Act of
the General Assembly of this Commonwealth, entitled "An Act to
provide for the incorporation and regulation of certain corpora-
tions", approved the 29th day of April, A.D. 1874.

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That in pursuance of the provisions of the said Act of the General Assembly, the said Association is desirous of changing the name, style and title by which it was incorporated, and at a meeting of the said Corporation duly convened, the following change in the name, style and title as set forth in said charter was duly adopted:

"That the name, style and title of said Corporation be changed from "Zion's Watch Tower Tract Society" to "Watch Tower Bible and Tract Society."

In Witness Whereof, the said Zion's Watch Tower Tract Society has hereunto affixed its corporate seal, attested by its President and Secretary, this 8th day of August, A.D. 1896.

Zion's Watch Tower Tract Society

Charles T. Russell [Corporate
Seal]
President

Maria F. Russell

Secretary

John K. Ewing

Commonwealth of Pennsylvania)
County of Allegheny) ss.

Be it remembered that
on the 11th day of

August, 1896, before me, a Notary Public, in and for said County and State, personally came Charles T. Russell, President of said Corporation, and Maria F. Russell, Secretary of said Corpora-

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tion, who, being duly affirmed, did say that they were personally present at the execution of the within petition, and saw the common seal of said Corporation, Zion's Watch Tower Tract Society affixed thereto, and that said seal is the common and corporate seal, and that the foregoing petition was signed, sealed and duly delivered by, as and for the act and deed of said Corporation, for the uses and purposes therein mentioned, and that their signatures thereto are in their own proper handwriting and that the facts set forth in said petition are correct and true as they verily believe.

Charles T. Russell

Maria F. Russell

Affirmed and subscribed before me,
the day and year aforesaid.

Witness my hand and Notarial seal.

John K. Ewing
Notary Public [N. P. Seal]

Interlocutory Decree

And now, to wit August 24th, 1896, the foregoing petition for change of the name, style and title of the charter of Zion's Watch Tower Tract Society, having been duly presented to this Court, in order that the same might be deemed and taken to be part of the charter of the said Corporation, and it appearing that such change in the name, style and title of said Cor-

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poration is lawful and beneficial, and does not conflict with the requirements of the Act of the General Assembly of this Commonwealth, entitled "An Act to provide for the incorporation and regulation of certain Corporations," approved the 29th day of April, 1874, nor with the Constitution of this State, and proof having been produced to this Court, showing that notice of the foregoing application has been duly given to the Auditor General of the State of Pennsylvania, it is hereby ordered and decreed that notice of this application shall be given by publication in accordance with the statute in such case made and provided.

By the Court.

Final Decree

And now, to wit September 19, 1896, the within petition for the change of name of the within designated Corporation, having been presented to this Court, accompanied by due proof of publication of notice thereof, and no cause having been shown to the contrary, it is on motion of Charles W. Dahlinger, Esq. ordered and decreed that upon the recording of the same, that the name, style and title of "Zion's Watch Tower Tract Society" be changed to "Watch Tower Bible and Tract Society," and said change shall be deemed and taken to be part of the charter of said Corporation.

By the Court.

Recorded September 22, 1896.

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COMMONWEALTH OF PENNSYLVANIA,)
COUNTY OF ALLEGHENY) SS:

Recorded on this 22nd day of September A.D. 1896
in the Recorder's Office of said County in Charter Book, Vol. 22
Page 415 Given under my hand and the Seal of the said Office
the day and year aforesaid.

Geo. M. Von Boirshorst

[Seal]

Recorder

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ARTICLES OF AMENDMENT
(Officers' Certificate of Amendment to
the Articles of Incorporation of the
WATCH TOWER BIBLE AND TRACT SOCIETY
pursuant to the
Nonprofit Corporation Law of the
Commonwealth of Pennsylvania)

We, the undersigned Nathan H. Knorr and William
E. Van Amburgh, being respectively President and Secretary of
the WATCH TOWER BIBLE AND TRACT SOCIETY, hereby certify:

FIRST

The name of the corporation is Watch Tower Bible
and Tract Society. The location of its registered office
is Wabash Building, 410 Liberty Avenue, Pittsburgh, Al-
legheny County, Pennsylvania.

SECOND

The corporation was formed under the Act of the General
Assembly of the Commonwealth of Pennsylvania, entitled "An Act
to provide for the Incorporation and Regulation of certain
Corporations", approved April 29, 1874. The articles as ap-
plied for were granted on December 13, 1884, and recorded in
the office of the Recorder of Deeds of Allegheny County on De-
cember 15, 1884, and appear in the Charter Book, Volume 9,

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page 250, of the records in said office.

THIRD

Certain resolutions for the proposed amendment of the articles of incorporation of said Society were duly adopted under and by virtue of an Act of the Assembly of the Commonwealth of Pennsylvania of May 5, 1933 (Public Law 289), known as the "Nonprofit Corporation Law", as amended April 30, 1943 (Public Law 137).

FOURTH

These said resolutions were adopted at a regular annual meeting of the shareholder-members of the Watch Tower Bible and Tract Society held at Pittsburgh, Allegheny County, Pennsylvania, on Monday, October 2, 1944, at 10 o'clock a.m., which time and place of meeting were the time and place required by the by-laws and the Nonprofit Corporation Law of the Commonwealth of Pennsylvania.

FIFTH

There were present at said meeting a quorum and more than a majority of shareholders and voting shares.

SIXTH

All of the shareholding members at said regular annual meeting were duly notified by mailing to each member on or about September 1, 1944 (more than ten days before the date of such meeting) a copy of a written notice describing in detail each of the amendments as hereinafter set forth.

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SEVENTH

A resolution was offered to said meeting to amend Article II of the articles of incorporation. Said resolution as offered reads as follows:

BE IT RESOLVED by the members of the Watch Tower Bible and Tract Society, being a majority of the members entitled to vote for amendments to the articles of incorporation, that Article II of said articles, reading as follows:

"The purpose for which the corporation is formed is, the dissemination of Bible truths in various languages by means of the publication of tracts, pamphlets, papers and other religious documents, and by the use of all other lawful means which its Board of Directors, duly constituted, shall deem expedient for the furtherance of the purpose stated." be deleted and amended by changing the same to read as follows:

II. The purposes of this Society are: To act as the servant of and the legal world-wide governing agency for that body of Christian persons known as Jehovah's witnesses; to preach the gospel of God's kingdom under Christ Jesus unto all nations as a witness to the name, word and supremacy of Almighty God JEHOVAH; to print and distribute Bibles and to disseminate Bible truths in various languages by means of making and publishing literature containing information and comment explaining Bible truths and prophecy concerning establishment of Jehovah's kingdom under Christ Jesus; to authorize and appoint agents, servants, employees, teachers, instructors, evangelists, missionaries and ministers to go forth to all the world publicly and from house to house to

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preach and teach Bible truths to persons willing to listen by leaving with such persons said literature and by conducting Bible studies thereon; to improve men, women and children mentally and morally by Christian missionary work and by charitable and benevolent instruction of the people on the Bible and incidental scientific, historical and literary subjects; to establish and maintain private Bible schools and classes for gratuitous instruction of men and women in the Bible, Bible literature and Bible history; to teach, train, prepare and equip men and women as ministers, missionaries, evangelists, preachers, teachers and lecturers; to provide and maintain homes, places and buildings for gratuitous housing of such students, lecturers, teachers and ministers; to furnish gratuitously to such students, lecturers, teachers, educators and ministers suitable meals and lodging and to prepare, support, maintain and send out to various parts of the world Christian missionaries, teachers and instructors in the Bible and Bible literature, and for public Christian worship of Almighty God and Christ Jesus; to arrange for and hold local and world-wide assemblies for such worship; to use or operate radio broadcasting stations for preaching this gospel of the kingdom; and to do any and all other lawful things that its Board of Directors shall deem expedient for the purposes stated.

The foregoing resolution for the said amendment of Article II was discussed and considered and upon being submitted to vote of the members entitled to vote thereon was duly adopted by a vote of more than a majority of said members who voted as a class.

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The total number of voting shares of shareholder-members of the corporation in good standing at the time of said meeting was 232,266.

The total number of voting shares of shareholder-members appearing in person and by proxy was 225,305.

The total vote upon the foregoing resolution when separately offered and adopted was: 225,302.

FOR the resolution 225,302 votes.

AGAINST the resolution None votes.

EIGHTH

A resolution was offered to said meeting to amend Article III of the articles of incorporation. Said resolution as offered reads as follows:

BE IT RESOLVED by the members of the Watch Tower Bible and Tract Society, being a majority of the members entitled to vote for amendments to the articles of incorporation, that Article III of said articles, reading as follows:

"The place where the business of the said corporation is to be transacted is the City of Allegheny, in the County of Allegheny, and State of Pennsylvania."
be deleted and amended by changing the same to read as follows:

III. The location and post office address of the registered office of the Society is in the City of Pittsburgh, County of Allegheny, Commonwealth of Pennsylvania.

The foregoing resolution for the said amendment of Article III was discussed and considered and upon being submitted to vote of the members entitled to vote thereon was duly adopted by a vote of more than a majority of said members

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who voted as a class.

The total number of voting shares of shareholder-members of the corporation in good standing at the time of said meeting was 232,266.

The total number of voting shares of shareholder-members appearing in person and by proxy was 225,305.

The total vote upon the foregoing resolution when separately offered and adopted was: 225,302.

FOR the resolution 225,302 votes.

AGAINST the resolution None votes.

NINTH

A resolution was offered to said meeting to amend Article V of the articles of incorporation. Said resolution as offered reads as follows:

BE IT RESOLVED by the members of the Watch Tower Bible and Tract Society, being a majority of the members entitled to vote for amendments to the articles of incorporation, that Article V of said articles, reading as follows:

"The names and residences of the subscribers are as follows:

Charles T. Russell,	Allegheny City, Pennsylvania.
William I. Mann,	Benwood, West Virginia.
Maria F. Russell,	Allegheny City, Pennsylvania.
Wm. C. McMillan,	Latrobe, Pennsylvania.
Simon O. Blunden,	New York City, New York.
J. B. Adamson,	Allegheny City, Pennsylvania.
Joseph F. Smith,	Pittsburgh, Pennsylvania.

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"The corporation has no capital stock. Each donation of Ten dollars to the funds of said corporation shall entitle the contributor, or his assigns, to one non-forfeitable, non-assessable, and non-dividend-bearing share, and to one vote for every such share in said corporation. Certificate of membership so acquired shall be issued by the Secretary, countersigned by the President, to the person entitled thereto." be deleted and amended by changing the same to read as follows:

V. The names and residences of the subscribers are as follows:

Charles T. Russell,	Allegheny City, Pennsylvania.
William I. Mann,	Benwood, West Virginia.
Maria F. Russell,	Allegheny City, Pennsylvania.
Wm. C. McMillan,	Latrobe, Pennsylvania.
Simon O. Blunden,	New York City, New York.
J. B. Adamson,	Allegheny City, Pennsylvania.
Joseph F. Smith,	Pittsburgh, Pennsylvania.

The corporation has no capital stock. It is not operated on a stock-share basis but on a non-stock basis. It does not contemplate pecuniary gain or profit, incidentally or otherwise, to its members, directors or officers. Its members shall be only men who are mature, active and faithful witnesses of Jehovah devoting full time to performance of one or more of its chartered purposes under its direction and by its authority, or such men who are devoting part time as active presiding ministers or servants of congregations of Jehovah's witnesses.

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A man who is found to be in harmony with the purposes of the Society and who possesses the above qualifications may be elected as a member upon being nominated by a member, director or officer, or upon written application to the President or Secretary. Such nominee shall be elected upon a finding by the Board of Directors that he possesses the necessary qualifications and by receiving a majority vote of the members present at a meeting of the Board of Directors. Membership shall be evidenced by a certificate bearing the statement that this Society is a nonprofit corporation and the signatures of at least two of its officers.

Membership at any one time shall be not more than 500 and not less than 300, including approximately seven residents of each of the 48 states of the United States of America on their becoming members.

All members shall be of the same class and each shall be entitled to one vote at all meetings of members. Voting may be by proxy when done in the manner provided by the by-laws. No member shall sell, transfer or assign his vote. The right to vote is personal and cannot be conveyed by will or other instrument upon a member's death.

A meeting for electing directors and transaction of other business shall be held annually at a time and place fixed by the by-laws. At such meeting a majority of the members shall constitute a quorum.

Any member may withdraw from the Society after fulfilling all obligations to it by giving written notice of such

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intention to the Secretary, which notice shall be presented to the Board of Directors by the Secretary at the first meeting after its receipt.

A member may be suspended for a period or expelled for cause upon wilfully violating any of the by-laws, reasonable rules, or ordinances of the Society, or upon becoming out of harmony with any of the Society's purposes or any of its work, or for wilful conduct prejudicial to the best interests of the Society and contrary to his duties as a member, or upon ceasing to be a full-time servant of the Society or a part-time servant of a congregation of Jehovah's witnesses. Suspension or expulsion shall be by a majority vote of the directors, provided that a statement of the cause therefor shall have been sent by registered mail to the member at his last recorded address at least ten (10) days before a regular or special meeting of the directors; and such statement shall be accompanied by a notice of the time when and place where the Board of Directors will act in the premises, provided that said member shall have been given opportunity to present a defense at the time and place mentioned in such notice. Expulsion of a member forfeits any interest he has or had in and to the Society or any office therein, and cancels the right to participate in any meeting as a member and the right to vote, provided he shall have the right to be heard before expulsion.

The foregoing resolution for the said amendment of Article V was discussed and considered and upon being submitted to vote of the members entitled to vote thereon was duly adopted

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by a vote of more than a majority of said members who voted as a class.

The total number of voting shares of shareholder-members of the corporation in good standing at the time of said meeting was 232,266.

The total number of voting shares of shareholder-members appearing at said meeting in person and by proxy was 225,305.

The total vote upon the foregoing resolution when separately offered and adopted was: 225,302.

FOR the resolution 225,255 votes.

AGAINST the resolution 47 votes.

TENTH

A resolution was offered to said meeting to amend Article VII of the articles of incorporation. Said resolution as offered reads as follows:

BE IT RESOLVED by the members of the Watch Tower Bible and Tract Society, being a majority of the members entitled to vote for amendments to the articles of incorporation, that Article VII of said articles, reading as follows:

"The said corporation by its Board of Directors, a majority of whom shall constitute a quorum for the transaction of business, shall have full power and authority to make and enact by-laws, rules, and ordinances, which shall be deemed and taken to be the law of said corporation, and do any and everything useful for the good government and support of the

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affairs of the said corporation; provided that the said by-laws, rules and ordinances, or any of them, shall not be repugnant to this charter, to the constitution and laws of the Commonwealth of Pennsylvania, and the Constitution of the United States." be deleted and amended by changing the same to read as follows:

VII. The government of the corporation vests in its Board of Directors, a majority of whom shall constitute a quorum for the transaction of business. The directors shall have full power and authority to make, amend and repeal by-laws, rules, and ordinances, which shall be the law of the Society; to disburse funds; to sell, or delegate to its officers authority to sell, real estate and personal property owned by the Society; to borrow money for the Society; to hold meetings at such times and places as may be designated by the Board; to admit members and suspend or expel them; to elect officers and employ agents, all of which powers are in addition to and not in limitation of the powers usually exercised by the directors; and also to devise and carry into execution such other measures as they may deem proper and expedient to promote the objects of the Society and to protect the interests and welfare of its members and to do any and every useful thing for the good government and support of the affairs of the Society.

The foregoing resolution for the said amendment of Article VII was discussed and considered and upon being submitted to vote of the members entitled to vote thereon was duly adopted by a vote of more than a majority of said members who voted as a class.

The total number of voting shares of shareholder-

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members of the corporation in good standing at the time of said meeting was 232,266.

The total number of voting shares of shareholder-members appearing at said meeting in person and by proxy was 225,305.

The total vote upon the foregoing resolution when separately offered and adopted was: 225,302.

FOR the resolution 225,302 votes.

AGAINST the resolution None votes.

ELEVENTH

A resolution was offered to said meeting to amend Article VIII of the articles of incorporation. Said resolution as offered reads as follows:

BE IT RESOLVED by the members of the Watch Tower Bible and Tract Society, being a majority of the members entitled to vote for amendments to the articles of incorporation, that Article VIII of said articles, reading as follows:

"The said corporation shall have as officers a President, who shall preside at the meetings of the Board of Directors, a Vice President, who shall preside in the absence of the President, and a Secretary, who shall also be Treasurer; and these officers shall be chosen from among the members of the Board of Directors annually on the first Saturday of each year, by an election by ballot to be held at the principal office of the corporation in Allegheny City, Pennsylvania. The members of the Board of Directors shall hold their respective offices for life, unless removed by a two-thirds vote of the share

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holders, and vacancies in the Board occasioned by death, resignation or removal shall be filled by vote of a majority of the remaining members of the Board, who shall meet for that purpose within twenty days from the time when such vacancy, or vacancies, shall occur, and in the event of a failure to fill such vacancy, or vacancies, in the manner aforesaid, within thirty days from the time when such vacancy, or vacancies, shall occur, then the said vacancy or vacancies shall be filled by the appointment of the President, and the person, or persons, so appointed shall hold his, or their, office, or offices, until the next annual election of officers of the corporation, when such vacancy, or vacancies, shall be filled by election, in the same manner as the President, Vice President, and Secretary and Treasurer are elected. The persons entitled to vote at annual elections of the corporation, shall be those who hold certificates of membership acquired in the manner aforesaid." be deleted and amended by changing the same to read as follows:

VIII. Directors shall be elected by the members at an annual meeting and hold office until successors qualify. At the annual meeting next held after this amendment to the articles of incorporation there shall be an election by ballot for seven directors of the Society, two of whom shall be elected for a term of one year, two for two years and three for three years. At each annual meeting thereafter a number of directors equal to that of those whose terms have expired shall be elected for the term of three years. At expiration of the said term of three years, any director may be reelected. Directors shall be selected from the membership of the Society.

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Officers of the Society, chosen from among members of the Board of Directors, shall be a President (who shall preside at the meetings of the Board of Directors), a Vice President (who shall preside in the absence of the President) and a Secretary and a Treasurer. At the option of the Board of Directors the Secretary also may hold the office of Treasurer. The Board of Directors shall elect officers, who shall hold office for a term of one year, or until successors qualify. Meetings for election of officers shall be held annually at a time and place fixed by the by-laws.

Vacancies in any office or the Board occasioned by death, resignation or removal shall be filled by vote of a majority of the remaining members of the Board, who shall meet for that purpose within thirty days from the time when such vacancy or vacancies shall occur. If the Board fails to fill such vacancy or vacancies in the time and manner above provided, then the President, or if the office of the President be vacant, then the Vice President, performing the duties of President, shall fill such vacancy or vacancies by appointing the person or persons who shall hold office until the next annual meeting when such vacancy or vacancies shall be filled by election.

Officers may be removed from office upon a vote of a majority of all the Directors. Directors may be removed from the Board upon a vote of two-thirds of the members of the Society.

The foregoing resolution for the said amendment of Article VIII was discussed and considered and upon being submitted to vote of the members entitled to vote thereon was duly

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adopted by a vote of more than a majority of said members who voted as a class.

The total number of voting shares of shareholder-members of the corporation in good standing at the time of said meeting was 232,266.

The total number of voting shares of shareholder-members appearing at said meeting in person and by proxy was 225,305.

The total vote upon the foregoing resolution when separately offered and adopted was: 225,302.

FOR the resolution 225,302 votes.

AGAINST the resolution None votes.

TWELFTH

A resolution was offered to said meeting to amend Article X of the articles of incorporation. Said resolution as offered reads as follows:

BE IT RESOLVED by the members of the Watch Tower Bible and Tract Society, being a majority of the members entitled to vote for amendments to the articles of incorporation, that Article X of said articles, reading as follows:

"The said corporation, by the name, style, and title aforesaid, shall have the right, power, and authority to take, receive and hold in fee simple, or any less estate, all such messuages, lots, lands, buildings, tenements, rents, annuities, franchises and hereditaments as may be necessary and proper for its purposes; and to sell, lease, mortgage, or otherwise dispose of the same or any part thereof; and it shall have the same right, power, and authority to take, receive and hold, and to sell, lease or dispose of any and all kinds of personal property and money."

3-1-75:28 1494

be deleted and amended by changing the same to read as follows:

X. The said corporation shall have the right, power, and authority to take, receive and hold donations and contributions of money and property, bequests and legacies to be used to further the chartered purposes; to receive and hold in fee simple, or any less estate, all such messuages, lots, lands, buildings, tenements, rents, annuities, franchises and hereditaments as may be necessary and proper for its purposes; and to sell, lease, mortgage, or otherwise dispose of the same or any part thereof; and it shall have the same right, power, and authority to take, receive and hold, and to sell, lease or dispose of any and all kinds of personal property and money.

The foregoing resolution for the said amendment of Article X was discussed and considered and upon being submitted to vote of the members entitled to vote thereon was duly adopted by a vote of more than a majority of said members who voted as a class.

The total number of voting shares of shareholder-members of the corporation in good standing at the time of said meeting was 232,266.

The total number of voting shares of shareholder-members appearing at said meeting in person and by proxy was 225,305.

The total vote upon the foregoing resolution when separately offered and adopted was: 225,302.

FOR the resolution 225,302 votes.

AGAINST the resolution None votes.

WTPA066573

3-17528 1495

THIRTEENTH

A resolution was offered to said meeting to authorize and direct the application to the Court to have each of the foregoing amendments to the articles of incorporation approved by the Court. Said resolution as offered reads as follows:

BE IT RESOLVED by the members of the Watch Tower Bible and Tract Society, being a majority of the members entitled to vote for amendments to the articles of incorporation, that

WHEREAS the shareholder-voters, being the members entitled to vote for amendments to the articles of incorporation, have duly adopted Resolutions numbers 2, 3, 4, 5, 6 and 7 for the amendments to the articles of incorporation, and which said Resolutions have been duly adopted by a majority of the members entitled to vote thereon,

NOW THEREFORE the officers of the Watch Tower Bible and Tract Society are hereby directed to prepare the articles of amendment and officers' certificate of amendment to the articles of incorporation, and to certify the copies of each Resolution amending the articles of incorporation, and to file the same with the Prothonotary of the Common Pleas Court and cause to be advertised in the newspapers the necessary notice of the intention to apply to the Common Pleas Court for an order approving the articles of amendment and to take any and all other further steps necessary to effectuate the amendment to the articles of incorporation, pursuant to the resolution herein made at this annual meeting.

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The foregoing resolution to authorize and direct the application to the Court to have each of the foregoing amendments to the articles of incorporation approved by the Court was discussed and considered and upon being submitted to vote of the members entitled to vote thereon was duly adopted by a vote of more than a majority of said members who voted as a class.

The total number of voting shares of shareholder-members of the corporation in good standing at the time of said meeting was 232,266.

The total number of voting shares of shareholder-members appearing at said meeting in person and by proxy was 225,305.

The total vote upon the foregoing resolution when separately offered and adopted was: 225,302.

FOR the resolution 225,302 votes.

AGAINST the resolution None votes

FOURTEENTH

The total vote by which each of the aforesaid resolutions amending the articles of incorporation and authorizing the application to the Court was adopted is shown above under each of said resolutions. The undersigned officers do hereby certify that the total vote thus shown is true and correct according to the records of said annual meeting; and said officers do hereby further certify that the foregoing copies of said resolutions adopted at the said meeting by the voting shareholders are each, respectively, a true and correct copy of each of said resolutions for the amendment of the articles

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of incorporation and for authorizing the application to the Court, as the same was offered to and adopted by the voting shareholders at said meeting and as the said resolutions appear of record in the minutes of said annual meeting.

IN WITNESS WHEREOF the Watch Tower Bible and Tract Society has caused these Articles of Amendment to be signed by its President, and its corporate seal, duly attested by its Secretary, to be hereunto affixed this second day of October 1944.

Attest:

W. E. Van Amburgh,
Secretary

WATCH TOWER BIBLE AND TRACT
SOCIETY [Corp. Seal]

By N. H. Knorr,
President

COMMONWEALTH OF PENNSYLVANIA)
COUNTY OF ALLEGHENY)
CITY OF PITTSBURGH)

BE IT REMEMBERED that on
SS: this second day of October

1944, before me, a Notary Public in and for the County aforesaid, personally appeared NATHAN H. KNORR, President, and WILLIAM E. VAN AMBURGH, Secretary, of the WATCH TOWER BIBLE AND TRACT SOCIETY, the corporation named in and which executed the foregoing Articles of Amendment, who being duly sworn, did depose and say that they were personally present at the execution of the foregoing Articles of Amendment and saw the common or corporate seal of the WATCH TOWER BIBLE AND TRACT SOCIETY affixed thereto;

3-1-75:28 1498

that the seal affixed thereto is the common or corporate seal of the corporation; that the foregoing Articles of Amendment were duly signed, sealed and delivered by and as and for the act and deed of the corporation by the authority and at the direction of a majority of the members of the corporation, and that the names of the said NATHAN H. KNORR as President and of WILLIAM E. VAN AMBURGH as Secretary, subscribed thereto are in their proper and respective handwriting.

Sworn to and subscribed before me)	Nathan H. Knorr
this 2nd day of October 1944.)	Wm. E. Van Amburgh
A. C. Swanson Notary Public (N.P. Seal))	
My commission expires April 1, 1945)	

COMMONWEALTH OF PENNSYLVANIA)	NATHAN H. KNORR and
COUNTY OF ALLEGHENY)	
CITY OF PITTSBURGH)	SS: WILLIAM E. VAN AMBURGH,
)	

being severally and duly sworn, do depose and say, and each for himself deposes and says: That he, the said NATHAN H. KNORR, is the President of the Watch Tower Bible and Tract Society, and he, the said WILLIAM E. VAN AMBURGH, is the Secretary thereof. That they have been duly authorized to execute, apply the corporate seal and file the foregoing articles of amendment to the articles of incorporation of said Society by the affirmative vote cast in person and by proxy of the majority of shareholder-members of said corporation who were entitled to vote on each and all of the resolutions contained in the foregoing articles of amendment, and that such vote was cast at the said annual meeting of said members called for that purpose upon notice

31-7528-1499

given in the time and manner required by law, that each deponent has read the foregoing certificate and that each and every statement of fact therein contained is true and correct.

Subscribed and sworn to before me) Nathan H. Knorr
this 2nd day of October 1944.) Wm. E. Van Amburgh
A. C. Swanson Notary Public (N.P. Seal))
My commission expires April 1, 1945)

IN THE COURT OF COMMON PLEAS
OF ALLEGHENY COUNTY, PENNSYLVANIA

IN RE)
PETITION OF WATCH TOWER BIBLE)
AND TRACT SOCIETY, for approval of) No. 44 January Term, 1945
amendment to articles of)
incorporation)

ORDER OF COURT

And Now, to-wit, this 15 day of February, A.D. 1945, the foregoing petition and application for amendments to the charter of the Watch Tower Bible and Tract Society having been presented in open court and proper proofs of publication of notice having been filed in connection therewith and said petition and articles of amendments having been filed with the Prothonotary of the Court of Common Pleas of Allegheny County, Pennsylvania, as provided by law, and the matter having been referred to Horace Thomas, Jr., Esq., as Master, who has filed his report recommending said application, and the court having

WTPA066578

3-1-75:28 1500

considered this application fully, the Master's report and his recommendation favoring and recommending the granting of said application, petition and amendments and being of the opinion that said petition and articles for the amendments prayed for are lawful and do not conflict with the requirements of the Act of May 5, A.D. 1933, P. L. 289 of the State of Pennsylvania, known as the Non-Profit Corporation Act, and the amendments and supplements thereto,

IT IS THEREFORE HEREBY ORDERED AND DECREED that the foregoing articles of amendments of the Watch Tower Bible and Tract Society be and the same are hereby approved and upon the recording of said articles of amendments, together with this Order, with the Recorder of Deeds of Allegheny County, Pennsylvania, the amendments specified in the articles of amendments shall become a part of the original charter of the Watch Tower Bible and Tract Society aforesaid.

BY THE COURT

[Court Seal]

February 27, 1945
From the Record
David B. Roberts, Prothonotary

by E. C. Kvatsak,
Deputy

3-1-7528 1501

STATE OF PENNSYLVANIA, County of Allegheny, ss

Recorded in the office for the recording of Deeds,
etc., in and for the said County, on the 27th day of February,
A.D. 1945, in Charter Book, Vol. 70, page 171.

WITNESS my hand and seal of said office, the day
and year aforesaid.

Anthony J. Gerard, Recorder [Seal]